

**Memorandum of Sublease**

This Memorandum evidences that a sublease was made and entered into by written "Collocation Sublease Agreement" dated October 27, 2000 ("SLA") between SprintCom, Inc. ("Landlord") and Cellular South Real Estate Inc. ("Tenant"), the terms and conditions of which are incorporated herein by reference.

The SLA provides in part that Landlord leases to Tenant a portion of a certain site ("Site") located on 3040 McInvale Rd., Hernando, MS within the property of SE Elam ("Owner") which is described in Attachment "1" attached hereto, with grant of rights of access thereto and to electric and telephone facilities for a term of five (5) years commencing on January 22, 2001 which term may be subject to four (4) additional five (5) year extension periods by Tenant.

In the event of any conflict between this Memorandum and the SLA, the SLA shall control.

IN WITNESS WHEREOF, the parties have executed the Memorandum as of the day and year first above written.

**LANDLORD:**

**SPRINTCOM, INC., a Kansas corporation**

By: **SPRINT SPECTRUM L.P.,  
a Delaware limited partnership and  
its authorized agent**

By: **Sprint Sites USA, a division of  
Sprint Spectrum L.P.**

By:

*Lawrence M. Callander*  
Lawrence M. Callander  
Director, Eastern Region

Date:

5/15/03

**TENANT:**

**CELLULAR SOUTH REAL ESTATE INC.,  
a Mississippi corporation**

By:

Title:

*July 3, 2003*

Date:

*Vice President Engineering & Network  
operation*

STATE MS.-DESO TO CO.  
FILED

JUL 14 3 37 PM '03

BK 99 PG 400  
W.E. DAVIS CH. CLK.

STATE OF Georgia  
COUNTY OF Fulton

Personally appeared before me, the undersigned authority in and for the said county and state, on this 15 day of May, 2003, within my jurisdiction, the within named Lawrence M. Callander, who acknowledged that he is Director-East Region of Sprint Sites USA, a division of Sprint Spectrum L.P., a Delaware limited partnership as agent for SprintCom, Inc., a Kansas corporation, and that for and on behalf of the said corporation, and as its act and deed he executed the above and foregoing instrument after first having been duly authorized by said corporation so to do.

*Diahann John Baptiste*  
NOTARY PUBLIC

My Commission Expires:

STATE OF Mississippi  
COUNTY OF Hinds

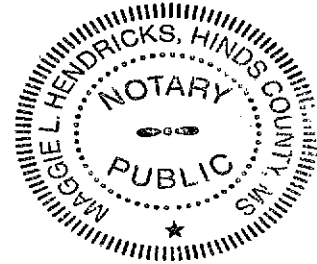


Personally appeared before me, the undersigned authority in and for the said county and state, on this 30th day of July, 2003, within my jurisdiction, the within named Tony Kent, who acknowledged that (he)(she) is VP of Engineering & Network of Cellular South Real Estate Inc., a Mississippi corporation, and that for and on behalf of the said corporation, and as its act and deed (he)(she) executed the above and foregoing instrument after first having been duly authorized by said corporation so to do.

*Maggie L Hendricks*  
NOTARY PUBLIC

My Commission Expires:

My Commission Expires July 17, 2004



A LEGAL DESCRIPTION OF A 2,500 SQ. FT. AREA BEING PART OF THE ELAM PROPERTY BEING LOCATED IN SECTION 18, TOWNSHIP 3 SOUTH, RANGE 7 WEST, HERNANDO, MISSISSIPPI AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHEAST CORNER OF SECTION 18, SAID POINT BEING LOCATED IN McINGVALE ROAD (80' WIDE); THENCE NORTH 87 DEGREES 01 MINUTES 24 SECONDS WEST FOR A DISTANCE OF 40.00 FEET TO A POINT ON THE RIGHT OF WAY LINE OF McINGVALE ROAD; THENCE ALONG SAID RIGHT OF WAY SOUTH 00 DEGREES 35 MINUTES 36 SECONDS WEST FOR A DISTANCE OF 112.26 FEET TO A POINT; THENCE NORTH 89 DEGREES 24 MINUTES 24 SECONDS WEST FOR A DISTANCE OF 50.00 FEET TO A POINT, SAID POINT BEING THE TRUE POINT OF BEGINNING; THENCE NORTH 00 DEGREES 35 MINUTES 36 SECONDS EAST FOR A DISTANCE OF 10.00 FEET TO A POINT; THENCE NORTH 89 DEGREES 24 MINUTES 24 SECONDS WEST FOR A DISTANCE OF 50.00 FEET TO A POINT; THENCE SOUTH 00 DEGREES 35 MINUTES 36 SECONDS WEST FOR A DISTANCE OF 50.00 FEET TO A POINT ON THE EAST ROW LINE OF I-55; THENCE SOUTH 89 DEGREES 24 MINUTES 24 SECONDS EAST FOR A DISTANCE OF 50.00 FEET TO A POINT; THENCE NORTH 00 DEGREES 35 MINUTES 36 SECONDS EAST FOR A DISTANCE OF 40.00 FEET TO THE TRUE POINT OF BEGINNING AND CONTAINING 2,500 SQUARE FEET.

TOGETHER WITH:

A 30 FEET WIDE INGRESS EGRESS EASEMENT MORE PARTICULARLY DESCRIBED AS FOLLOWS:

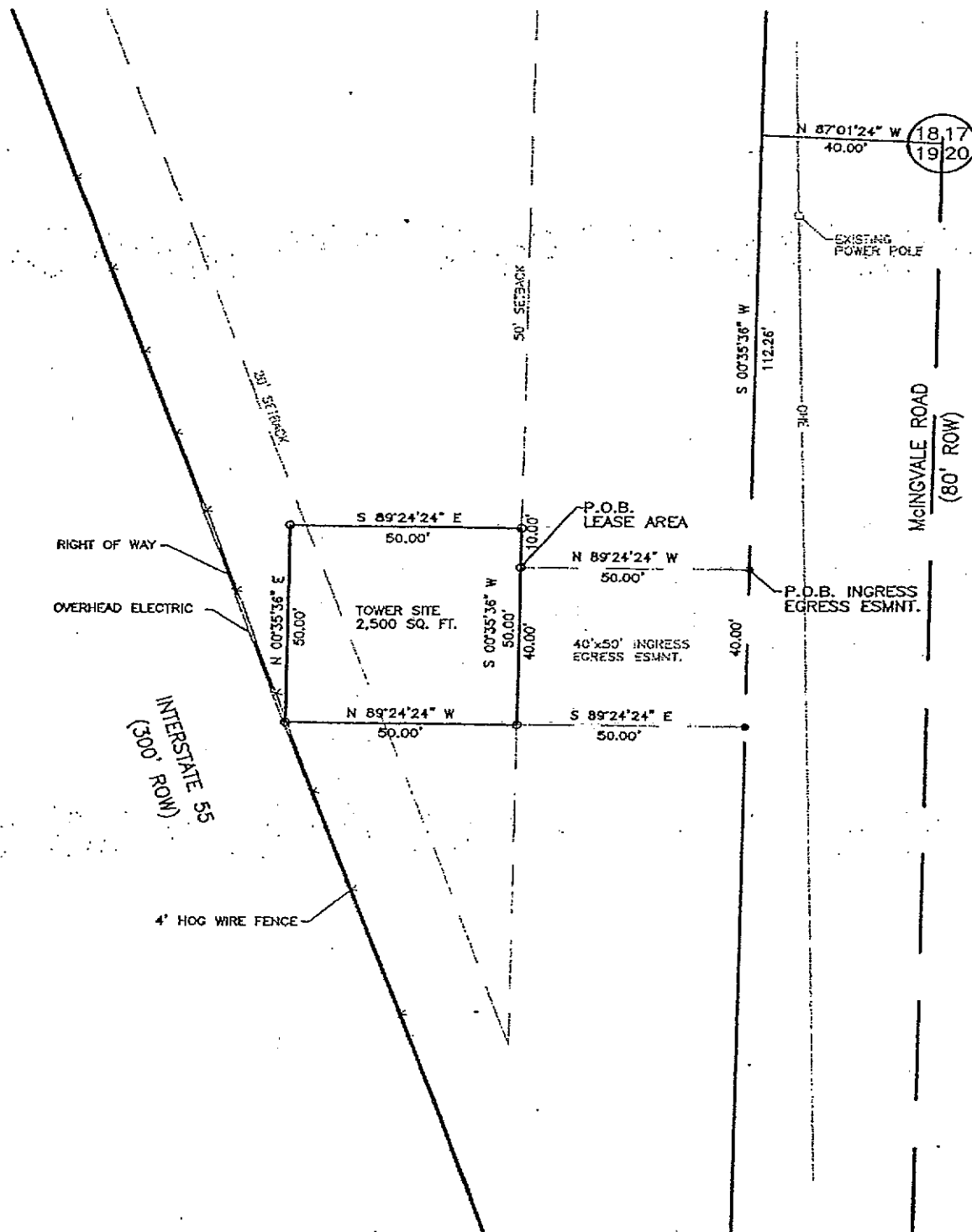
COMMENCING AT THE SOUTHEAST CORNER OF SECTION 18, SAID POINT BEING LOCATED IN McINGVALE ROAD (80' WIDE); THENCE NORTH 87 DEGREES 01 MINUTES 24 SECONDS WEST FOR A DISTANCE OF 40.00 FEET TO A POINT ON THE WEST RIGHT OF WAY LINE OF McINGVALE ROAD; THENCE ALONG SAID RIGHT OF WAY SOUTH 00 DEGREES 35 MINUTES 36 SECONDS WEST FOR A DISTANCE OF 112.26 FEET TO A POINT, SAID POINT BEING THE TRUE POINT OF BEGINNING; THENCE NORTH 89 DEGREES 24 MINUTES 24 SECONDS WEST FOR A DISTANCE OF 50.00 FEET TO A POINT; THENCE SOUTH 00 DEGREES 35 MINUTES 36 SECONDS WEST FOR A DISTANCE OF 40.00 FEET TO A POINT; THENCE SOUTH 89 DEGREES 24 MINUTES 24 SECONDS EAST FOR A DISTANCE OF 50.00 FEET TO A POINT ON THE WEST LINE OF McINGVALE ROAD; THENCE NORTH 00 DEGREES 35 MINUTES 36 SECONDS EAST FOR A DISTANCE OF 40.00 FEET TO THE TRUE POINT OF BEGINNING.

Landlord Initials LMC

Tenant Initials LMC

Sprint Sites #: MP03XC021-02

Telepak Site #: \_\_\_\_\_

Landlord Initials LMCTenant Initials LMC

Tenant Initials

This instrument prepared by, and after recording should be returned to:

Lessor

address: 6120 Powers Ferry Road, 2<sup>nd</sup> Floor

Atlanta GA 30339-2923

GAATLV0204

telephone: 404-948-3185

Lessee

address: 125 South Congress St., St. 1000

Jackson MS 39201

telephone: 601-355-1522